

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

Re: Docket Index 5491

**ORDER GRANTING FIRST QUARTERLY REPORT OF KATTEN MUCHIN  
ROSENMAN LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR  
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH SEPTEMBER 30, 2019**

Katten Muchin Rosenman LLP (“Katten”), special avoidance counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession, having filed its First Quarterly Report for the Period of April 1, 2019 through September 30, 2019 as Special Avoidance Counsel (the “First Quarterly Report”);<sup>2</sup> and the Court having reviewed the First Quarterly Report; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (b) notice of the First Quarterly Report was adequate under the circumstances; and (c) all persons with standing have been afforded the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms shall have the same meaning ascribed to them in the First Quarterly Report.

opportunity to be heard on the First Quarterly Report; and there being no objections to the First Quarterly Report; and good and sufficient cause appearing;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the First Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. Katten is awarded approval for compensation in the amount of \$35,781.99 for professional services rendered on a contingency fee basis and \$1,755.67 for actual and necessary costs and expenses for a total of \$37,537.66 for the period of April 1, 2019 through September 30, 2019.

3. Such sums are authorized for payment less any amounts previously paid to Katten on account of the amounts set forth in the First Quarterly Report.

Dated: White Plains, New York  
December 17, 2019

/s/ Robert D. Drain  
ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

**Schedule A**

Case Name: In re Sears Holdings Corporation, *et al.*

**CURRENT FEE PERIOD**

<b>(1) Applicant</b>	<b>(2) Quarterly Report Date and Docket No.</b>	<b>(3) Fee Period</b>	<b>(4) Fees Requested</b>	<b>(5) Fees Allowed</b>	<b>(6) Fees to be Paid Under Order</b>	<b>(7) Expenses Requested</b>	<b>(8) Expenses Allowed</b>	<b>(9) Expenses to be Paid Under Order</b>
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	10/23/2019 Docket No. 5491	4/1/2019– 9/30/2019	\$35,781.99	\$35,781.99	\$35,781.99	\$1,755.67	\$1,755.67	\$1,755.67

Case No.: 18-23538 (RDD)

**Schedule B**

Case Name: In re Sears Holdings Corporation, *et al.*

**QUARTERLY REPORT TOTALS**

<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid</b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid<sup>3</sup></b>
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	\$35,781.99	\$35,781.99	\$1,755.67	\$1,755.67

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<sup>3</sup> In accordance with the terms of the Amended Order (the “Order”) signed on July 2, 2019, Authorizing the Employment and Retention of Katten Muchin Rosenman LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4413], Katten received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).